



OUR ANNUAL SHAREHOLDERS' MEETING.

As an owner of Mercury NZ Limited, you are invited to join our virtual Annual Shareholders' Meeting.

For reasons associated with the COVID-19 pandemic, we will be holding the meeting online only. We apologise for this, but due to the changing nature of Alert level restrictions and potential risks to the health of meeting attendees we believe this is in everyone's best interests.

Important details: The Annual Shareholders' Meeting will be held as a virtual meeting only, through the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free.

For more information on how to participate in the meeting online, please refer to the Important Information section of this Notice of Meeting and the enclosed Virtual Meeting Guide.

Date: Thursday 24 September 2020

Time: 10:00am (NZ time)

Virtual meeting: Lumi Virtual Meeting Platform

BUSINESS.

A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

B. CHIEF EXECUTIVE'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE

C. ORDINARY RESOLUTIONS

The following ordinary resolutions will be voted on at the meeting:

Resolution 1: Election of Hannah Hamling

That Hannah Hamling (appointed by the Board as a director on 1 February 2020), who retires and is eligible for election, be elected as a director of the company.

Resolution 2: Re-election of Andy Lark

That Andy Lark, who retires and is eligible for re-election, be re-elected as a director of the company.

Resolution 3: Re-election of Scott St John

That Scott St John, who retires and is eligible for re-election, be re-elected as a director of the company.

Resolution 4: Re-election of Patrick Strange

That Patrick Strange, who retires and is eligible for re-election, be re-elected as a director of the company.

D. OTHER BUSINESS

To consider any other matter raised by a shareholder at the meeting.

By order of the Board



HOWARD THOMAS
COMPANY SECRETARY
26 AUGUST 2020

EXPLANATORY NOTES.

RESOLUTION 1: ELECTION OF HANNAH HAMLING AS DIRECTOR

Under the NZX Listing Rules, any person appointed as a Mercury director by the Board must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election.

Hannah Hamling was appointed as a director by the Board on 1 February 2020 and is therefore required to retire at the 2020 Annual Shareholders' Meeting. Hannah is eligible and is seeking election.

Hannah is an Independent Director (as determined by the Board using the definition in the NZX Listing Rules) and Hannah stands for election with the unanimous support of the Board.

HANNAH HAMLING APPOINTED FEBRUARY 2020



Hannah Hamling joined the Mercury Board in February 2020, and was recently appointed as a member of its Risk Assurance and Audit Committee. She is an environmental scientist with a particular interest in sustainable development and resilience. Until January 2020, she was President of the Asia Pacific Region and Global Sustainable Development Leader for Golder, a Canadian global ground engineering and environmental science company. Prior to joining Golder, Hannah was Managing Director of New Zealand environmental consultancy firm Kingett Mitchell. Hannah has an extensive background in consulting, management and board roles across various sectors including electricity, construction and water management.

RESOLUTIONS 2, 3 AND 4: RE-ELECTION OF ANDY LARK, SCOTT ST JOHN AND PATRICK STRANGE AS DIRECTORS

Under the NZX Listing Rules, a Mercury director must not hold office (without re-election) past the third Annual Shareholders' Meeting following the director's appointment, or 3 years, whichever is longer. If they wish, they may seek re-election.

Andy Lark, Scott St John and Patrick Strange are retiring in 2020, and are all seeking re-election. Each of Andy, Scott and Patrick is an Independent Director (as determined by the Board using the definition in the NZX Listing Rules) and stands for re-election with the unanimous support of the Board.

ANDY LARK APPOINTED JULY 2014

Last re-elected November 2017



Andy Lark joined the Mercury Board in July 2014 and is also a member of its People and Performance Committee. He has a background in entrepreneurship, marketing and digital technologies. Andy is currently the Chair of Group Lark, an accelerant for brand and digital transformations. Prior roles include Chief Marketing & Online Officer for the Commonwealth Bank of Australia, Chief Marketing Officer for Dell's Large Enterprise & Public Group, Chief Marketing and Digital Officer for Foxtel, and Chief Business Officer for Xero.

SCOTT ST JOHN APPOINTED SEPTEMBER 2017

Last elected November 2017



Scott St John joined the Mercury Board in September 2017 and is the Chair of its People & Performance Committee. He has an extensive background in investment advisory and capital markets. Scott is Chancellor of University of Auckland and is a director of Fisher & Paykel Healthcare Corporation and Fonterra Cooperative Group. He is also a board member of Next Foundation, and a former member of the Capital Markets Development Taskforce and the Financial Markets Authority Establishment Board. He was Chief Executive of First NZ Capital from 2002 to 2017.

PATRICK STRANGE APPOINTED FEBRUARY 2014

Last re-elected November 2017



Patrick Strange joined the Mercury Board in February 2014 and is a member of its Nominations Committee. He was previously a director of our company in 2006-2007 before being appointed Chief Executive of New Zealand's transmission owner and operator, Transpower New Zealand Limited, a position he held for more than six years. Patrick is currently Chair of Chorus, and Chair of Auckland International Airport, and was previously a director of NZX Limited and Essential Energy, Australia.

IMPORTANT INFORMATION

PERSONS ENTITLED TO VOTE

For reasons associated with the COVID-19 pandemic, the 2020 Annual Shareholders' Meeting will be a virtual meeting. Voting on all resolutions put before the meeting will be by poll. **Voting entitlements for the meeting will be fixed as at 5:00pm (NZ time) on Tuesday 22 September 2020.** Only people registered as shareholders at that time will be able to vote at this meeting and only on their shareholdings at that time.

HOW TO ATTEND THE MEETING

Shareholders can attend the meeting virtually online through the web platform web.lumiagm.com or by downloading the Lumi AGM App from the App Store or Google Play Store for free (please use Meeting ID **353-924-729**). By using the web platform or the App, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information.

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder entitled to vote at the meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote on their behalf. A proxy does not have to be a Mercury shareholder. You may appoint the Chair of the meeting or any director as your proxy. The Chair of the meeting and the directors will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If you have ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you have not named a proxy, the Chair of the meeting will act as your proxy.

POSTAL VOTING

You can cast a postal vote instead of attending the meeting or appointing a proxy to attend via the web platform. Howard Thomas, the Company Secretary, has been authorised by the Board to receive and count postal votes.

PROXY AND POSTAL VOTING FORM

A Voting/Proxy Form is attached to this Notice of Meeting. Completed Voting/Proxy Forms must be received at Computershare Investor Services, no later than 10:00am (NZ time) on Tuesday 22 September 2020.

Any Voting/Proxy Form received after that time will not be valid for the meeting. Please see the Voting/Proxy Form for more information on how to return your proxy or postal vote.

ONLINE PROXY AND POSTAL VOTING

Proxy appointments or postal votes can be lodged online at www.investorvote.co.nz.

To vote online you must enter your CSN/Securityholder number, Postcode/Country of Residence and the secure access Control Number that is located on the front of your Voting/Proxy Form or advised in the email notification you received.

To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

RESOLUTIONS

Resolutions 1, 2, 3 and 4 are ordinary resolutions, meaning that they can be approved by a simple majority (more than 50%) of the votes cast.

VOTING RESTRICTIONS

There are no voting restrictions on the resolutions proposed in this Notice of Meeting.

SHAREHOLDER QUESTIONS

Shareholders present will have the opportunity to ask questions using the online platform during the meeting.



NOTICE OF REPORT AVAILABILITY

Our most recent and future Annual and Interim Reports are, or will be, available on our website www.mercury.co.nz/investors

If you would like to receive free printed copies or electronic copies of our most recent and future Annual and Interim Reports, please email ecomms@computershare.co.nz at any time.

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